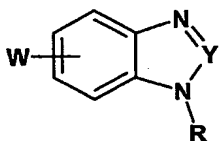


## WE CLAIM:

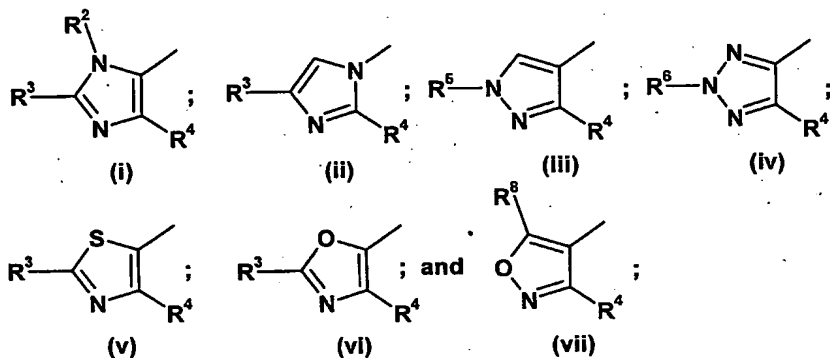
1. A compound of Formula I:



I

where:

W is a ring selected from the group consisting of:



Y is N or C-R<sup>1</sup>;

- 10 R is C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkylene)-(C<sub>3</sub>-C<sub>6</sub> cycloalkyl), SO<sub>2</sub>R<sup>7</sup>, phenyl, or benzyl optionally substituted on the phenyl ring with one or two substituents selected from halo;

R<sup>1</sup> is hydrogen, amino, or methyl;

R<sup>2</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, or C<sub>3</sub>-C<sub>6</sub> cycloalkyl;

- 15 R<sup>3</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl, trifluoromethyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy; or

- 20 R<sup>2</sup> and R<sup>3</sup> taken together form either the group -(CH<sub>2</sub>)<sub>n</sub>- where n is 2 or 3 or the group -CH=CH-;

R<sup>4</sup> is phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo and trifluoromethyl;

$R^5$  is hydrogen,  $C_1$ - $C_6$  alkyl,  $C_3$ - $C_6$  cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from the group consisting of halo, trifluoromethyl, ( $C_1$ - $C_6$  alkyl)thio, 1-(pyrrolidin-1-yl)eth-2-oxy, and 1-(piperidin-1-yl)eth-2-oxy;

5  $R^6$  is hydrogen or ethoxymethyl;

$R^7$  is  $C_1$ - $C_4$  alkyl,  $C_3$ - $C_6$  cycloalkyl, or dialkylamino where each alkyl group is independently selected from  $C_1$ - $C_4$  alkyl;

$R^8$  is hydrogen or  $C_1$ - $C_4$  alkyl;

provided that:

- 10 (a) when W is (i), then at least one of  $R^2$  and  $R^3$  is hydrogen or methyl; and  
(b) R may be  $SO_2R^7$  only when either W is isoxazole (vii) or Y is N, or R may be  $SO_2R^7$  when both W is isoxazole (vii) and Y is N;  
or a pharmaceutically acceptable salt thereof.

15 2. A compound of Claim 1, where W is a ring of formula (i) or (iii).

3. A compound of Claim 2, where Y is  $C-R^1$  and  $R^1$  is amino.

4. A compound of Claim 3, where R is  $C_1$ - $C_8$  alkyl.

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5. A pharmaceutical formulation comprising a compound of any of Claims 1-4 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

25 6. The use of a compound of any of Claims 1-4 for the manufacture of a medicament for treating a disease or condition capable of being improved or prevented by inhibition of p-38 kinase.

30 7. The use of a compound of any of Claims 1-4 for the manufacture of a medicament for the treatment of susceptible neoplasms.